

**IN THE UNITED STATES DISTRICT COURT FOR THE
SOUTHERN DISTRICT OF NEW YORK**

JEFFREY HARRIS, derivatively on behalf of Citigroup Inc., v. CHARLES O. PRINCE, ET AL., Defendants.	1:07-cv-09841-SHS
GARY CINOTTO, derivatively on behalf of Citigroup Inc., v. CHARLES O. PRINCE, ET AL., Defendants.	1:07-cv-09900-SHS
BENJAMIN NATHANSON, derivatively on behalf of Citigroup Inc., v. CHARLES O. PRINCE, ET AL., Defendants.	1:07-cv-10333-SHS
SAM COHEN, derivatively on behalf of Citigroup Inc., v. CITIGROUP INC., ET AL., Defendants.	1:07-cv-10344-SHS
WALTER E. RYAN, JR., derivatively on behalf of Citigroup Inc., v. CHARLES O. PRINCE, ET AL., Defendants.	1:07-cv-11581-UA

**SECOND DECLARATION OF ELIZABETH A. SCHMID IN SUPPORT OF
PLAINTIFF SAM COHEN'S MEMORANDUM OF LAW IN OPPOSITION TO
COMPETING MOTIONS TO APPOINT LEAD COUNSEL AND IN FURTHER
SUPPORT OF PLAINTIFF SAM COHEN'S MOTION FOR LEAD COUNSEL**

I, Elizabeth A. Schmid, under penalties of perjury, hereby declare:

1. I am an associate with the law firm of Brower Piven, A Professional Corporation ("Brower Piven"). I submit this declaration in support of Plaintiff Sam Cohen's Memorandum Of Law In Opposition To Competing Motions To Appoint Lead Counsel And In Further Support Of Plaintiff Sam Cohen's Motion For Lead Counsel.

2. Attached hereto as Exhibit A is the Declaration Of Sam Cohen In Support Of His Motion To Consolidate All Related Shareholder Derivative Actions And To Appoint Lead Counsel.

DATED: February 4, 2008
New York, New York

/s/ Elizabeth A. Schmid
Elizabeth A. Schmid

EXHIBIT A

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**DECLARATION OF SAM COHEN IN SUPPORT OF HIS MOTION TO
CONSOLIDATE ALL RELATED SHAREHOLDER DERIVATIVE ACTIONS
AND TO APPOINT LEAD COUNSEL**

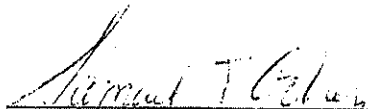
I, Sam Cohen, declare under penalty of perjury, as follows:

1. I am the plaintiff in one of the above-captioned shareholder derivative actions, *Sam Cohen v. Citigroup, Inc.*, et al., 1:07-cv-10344-SHS. I respectfully submit this declaration in support of my motion to consolidate all related shareholder derivative actions and appoint my counsel, Brower Piven, A Professional Corporation ("Brower Piven"), lead counsel for all related actions.

2. I purchased shares in Commercial Credit Corporation in 1987, which became Primerica and then Travelers Group. In 1998, all Travelers Group and Citigroup, Inc. divisions merged to become Citigroup, Inc. ("Citigroup") and I receive Citigroup shares in the merger. I have owned those Citigroup shares continuously to this date.

3. I am a certified public accountant. I have selected Brower Piven, a firm with offices in New York City, to represent me in this action and have moved to have that firm as lead counsel because I believe that a lead counsel located in New York City, where the related actions are pending, is most efficient and economical. I am familiar with Brower Piven, which has represented me in the past, and I am confident that they have the resources, expertise and experience to vigorously prosecute this action, and that I will be able to supervise their efforts, as I have in the past, and oversee the effective prosecution of this action on behalf of Citigroup and its public shareholders.

Executed this 2 day of February 2008.



Samuel T. Cohen